

EXHIBIT 1

Page 1

1

2 UNITED STATES DISTRICT COURT  
3 EASTERN DISTRICT OF VIRGINIA

-----X

4

KATHLEEN ABREY,

5

PLAINTIFF,

6

-against-

Index No.:

7

1:22-cv-654

8

STEAMPUNK HOLDINGS, INC., MATTHEW WARREN and  
JOHN HARLLEE, in their individual and  
professional capacities,

9

DEFENDANTS.

10

-----X

11

DATE: April 25, 2023

12

TIME: 10:00 A.M.

13

14

EXAMINATION BEFORE TRIAL of the  
Defendant, JOHN HARLLEE, taken by the  
Plaintiff, pursuant to a Court Order, held  
via videoconference, before Rivka Trop, a  
Notary Public of the State of New York.

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1                   J. HARLLEE	Page 26
<p>2                   A. No.</p> <p>3                   Q. Were you concerned about the optics of Ms. Brioux going out on leave while she was assigned to a contract?</p> <p>4                   A. I was concerned about the substance.</p> <p>5                   Q. My question is, were you concerned about the optics of Ms. Brioux going out on leave while she was assigned to a project?</p> <p>6                   A. I was concerned about the optics in the context of the customer's reaction and expectations.</p> <p>7                   Q. Did you previously work with CIS before?</p> <p>8                   A. I have been involved with companies, been working with CIS for the better part of 20 years.</p> <p>9                   Q. Did you have any reason to believe that CIS viewed leave unfavorably?</p> <p>10                  MR. WILKINSON: Objection.</p> <p>11                  A. I don't -- I don't have any preconceived notion as to that person's perspective on things.</p> <p>12                  Q. Did you contact any of your</p>	
1                   J. HARLLEE	Page 28
<p>2                   MR. PELICCI: I am going to ask you to refresh your folder on Exhibit share. The way it's going to work today, I will introduce an exhibit, you will refresh your Exhibit Share and it will appear there.</p> <p>3                   Q. Before we turn to the exhibit, do you recall communicating with Ms. Abrey about Ms. Brioux?</p> <p>4                   A. Briefly.</p> <p>5                   Q. Did you communicate with Ms. Abrey substantially about Ms. Brioux?</p> <p>6                   MR. WILKINSON: Objection.</p> <p>7                   A. What do you mean by substantially?</p> <p>8                   Q. Well, you said briefly, maybe you could define the nature of how you communicated with Ms. Abrey about Ms. Brioux?</p> <p>9                   A. I think I had a couple of e-mails that other folks may have been on. And I chatted with her for probably a total of five to ten minutes about it.</p> <p>10                  Q. Do you recall when you chatted with Ms. Abrey about it?</p>	
1                   J. HARLLEE	Page 27
<p>2                   contacts at CIS to run this scenario by them?</p> <p>3                   A. This was an open procurement, as I recall. And as that is the case, you are prohibited from talking to anybody inside the government except for the contracting officer.</p> <p>4                   Q. Were you prohibited in talking with anyone from CIS at all, that you can't talk to anyone at CIS?</p> <p>5                   A. Anything related to the procurement, which this would have been.</p> <p>6                   Q. But could you have generally consulted with somebody at CIS regarding CIS's position on leave?</p> <p>7                   A. My position on that would have been any question like that would have been germane to the solicitation and therefore not permissible.</p> <p>8                   Q. And did you inquire about whether or not that would have been permissible?</p> <p>9                   MR. WILKINSON: Objection.</p> <p>10                  A. It might have been illegal, so I would not make that inquiry to start.</p>	
1                   J. HARLLEE	Page 29
<p>2                   A. Yes, shortly after she got back from vacation, in the second week of February, we had, Matt Warren and myself had a challenging conversation with her about concerns that we had with her forecasting and ability to understand some of the basics of the business.</p> <p>3                   And at the end of that conversation she brought up the Jacquelyn Brioux situation. And I told her, more or less, what I just told you were my concerns. I said we have a couple of different ways to potentially navigate this. And she expressed that she wanted to get it done, as did Matt Reeves and Kristin Recco and Jennifer Sessums.</p> <p>4                   Then subsequent to that conversation, Ms. Abrey called me, because she was very upset about the preceding part of that conversation which is what the substance of the conversation was in terms of her performance.</p> <p>5                   And in that conversation, I circled back with her on Brioux and simply</p>	

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1	J. HARLLEE	1	J. HARLLEE
2	while you were at Accenture, and they don't	2	A. I previously stated, if you want
3	want you leveraging those for a certain	3	to have this conversation, I am happy to
4	period of time after you leave.	4	look at the language, but I don't have it in
5	Q. But were you able to call on those	5	front of me. So I really can't --
6	customer relationships by proxy through	6	Q. I am not really as concerned as I
7	other employees?	7	am with what the terms of the restrictions
8	A. I didn't have any restrictions. I	8	were, as much as I am concerned about what
9	hadn't been calling on any customers in the	9	your practices were at Steampunk regarding
10	timeline that it was operative.	10	those restrictions.
11	Q. But now, would Mr. Warren have	11	Was it your position at Steampunk
12	been able to call on the relationships with	12	with respect to the restrictions, putting
13	other clients by proxy through other	13	aside what the restrictions themselves say,
14	employees?	14	what were you doing at Steampunk around
15	MR. WILKINSON: Objection.	15	these restrictions?
16	A. I would have to look at the	16	MR. WILKINSON: Objection.
17	language.	17	A. I don't know how to answer that
18	Well, what do you mean by proxy?	18	question. What we were doing, we were
19	Q. Well, there are certain	19	trying to abide them and trying to build a
20	restrictions in place that limited client	20	successful company notwithstanding the
21	interactions; is that correct?	21	restrictions. And we were all very
22	A. Correct.	22	delighted when May rolled around of 2020.
23	Q. And so could you essentially skirt	23	Q. So what was not allowed, what
24	those restrictions by communicating to other	24	wasn't allowed?
25	employees what you wanted them to do and	25	MR. WILKINSON: Objection.
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1	J. HARLLEE	1	J. HARLLEE
2	have them do it?	2	A. I would have to refer back to
3	MR. WILKINSON: Objection.	3	outside counsel's interpretation of the
4	A. I would have to look at the	4	language. I don't have it in front of me.
5	language. I don't want to opine on it	5	Q. But isn't it your position that a
6	without seeing it.	6	lot of the structural or organizational
7	Q. But isn't that what was going on	7	changes at Steampunk centered around these
8	at Steampunk?	8	restrictions?
9	MR. WILKINSON: Objection.	9	A. Yes.
10	A. What do you mean by "skirt"?	10	Q. So what was allowed and what
11	Q. Well, there were certain	11	wasn't allowed regarding the restrictions?
12	restrictions for Mr. Warren and Ms. Abrey.	12	MR. WILKINSON: Objection.
13	And wasn't Mr. Warren directing client	13	A. What wasn't allowed, that people
14	interactions that he was prohibited from	14	who were calling, people who were calling on
15	interacting with directly, but wasn't he	15	restricted clients weren't allowed to report
16	using other employees to engage with those	16	to people who had restrictions, and people
17	clients?	17	who had restrictions were not allowed to
18	A. If other employees are engaging	18	call clients themselves.
19	with the client, then Mr. Warren isn't.	19	Q. Is that your understanding of the
20	Q. So it is your position that as	20	only requirements?
21	long as the other employee is being the one	21	MR. WILKINSON: Objection.
22	communicating with the client, then that	22	A. To the best of my recollection,
23	wouldn't have been a violation of the	23	you asked how we operated, I said a number
24	restrictions?	24	of times, I would need to look at the
25	MR. WILKINSON: Objection.	25	specific restrictions to opine on what they

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1	J. HARLLEE	1	J. HARLLEE
2	mean.	2	Q. Did he have any informal
3	Q. Did Mr. Warren's restrictions end	3	authority?
4	in February of 2020?	4	A. No.
5	A. I believe so.	5	Q. Mr. LaRose had no informal
6	Q. Were the organizational changes	6	authority?
7	connected to Mr. Warren's restrictions made	7	A. Mr. LaRose had relationships with
8	in February of 2020?	8	Matt and I. And we took his suggestions
9	A. Were they what?	9	seriously, since he is a smart guy with a
10	Q. Made, were the organizational	10	lot of experience. But he had no formal or
11	changes in association with Mr. Warren's	11	informal authority over the company.
12	restrictions made in 2020, in February of	12	Q. So was he investing in Steampunk?
13	2020?	13	MR. WILKINSON: Objection.
14	A. Mr. Warren, I believe, in February	14	A. No, actually, I would not call it
15	took his anticipated position of CEO of the	15	an investment.
16	company and I became sole chief operating	16	Q. Did he give Steampunk money?
17	officer.	17	A. He didn't give us any money.
18	Q. And that occurred in February of	18	Q. Did he loan Steampunk money?
19	2020?	19	A. He did loan Steampunk Holdings
20	A. As I recall, I don't recall the	20	money.
21	date.	21	Q. Did Steampunk Holdings given that
22	Q. And did reporting structure change	22	money to Steampunk, Inc.?
23	in February of 2020 based off Mr. Warren's	23	A. That money was used in an
24	restrictions being lifted?	24	acquisition to buy SE Solutions which was
25	A. Some of them may have. Formally	25	subsequently re-branded as Steampunk.
	Page 63		Page 65
1	J. HARLLEE	1	J. HARLLEE
2	we made a conscious decision to do the reorg	2	Q. Does Steampunk Holdings own
3	once Ms. Abrey's restrictions were up as	3	anything else in terms of organizations or
4	well, so that we could do it in one full	4	business entities besides Steampunk, Inc.?
5	swoop.	5	A. No.
6	Q. Who made that decision?	6	Q. Is there a board of directors at
7	A. Mr. Warren and myself in	7	Steampunk Holdings?
8	conjunction with counsel.	8	A. I believe there is.
9	Q. Was Scott LaRose involved?	9	Q. Is there a board of directors at
10	A. He would have been aware of it.	10	Steampunk, Inc.?
11	He was not really engaged in the day-to-day	11	A. Yes, there is.
12	operations of the company.	12	Q. Are they different boards of
13	Q. Mr. LaRose was not engaged in the	13	directors?
14	day-to-day operations of Steampunk?	14	A. I would have to look, I don't
15	A. Correct.	15	know. It is a holding company. It is not
16	Q. Was Mr. LaRose engaged in any of	16	particularly active.
17	Steampunk's operations?	17	Q. When you say it is not
18	A. I don't know what operation means	18	particularly active, what does that mean?
19	in this context. He had no authority,	19	A. It has no employees, no revenue,
20	formal authority inside the organization.	20	it is a holding company.
21	And he was sporadically kept apprised of how	21	Q. Does it own anything?
22	the business was going. We certainly	22	A. I guess it owns Steampunk, yes.
23	strategized with him at the office of the	23	Q. Does it own anything else besides
24	CEO level from time to time. But he was not	24	Steampunk?
25	providing any direction to the company.	25	A. Not to my knowledge.

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1	J. HARLLEE	1	J. HARLLEE
2	working business opportunities, including	2	everybody on the leadership team as
3	Ms. Abrey.	3	critical.
4	Q. So earlier we discussed SE	4	Q. So when Kate joined SE Solutions,
5	Solutions versus Steampunk, and you	5	did she report to you or Mr. Harllee?
6	described SE Solutions as a platform?	6	A. I am Mr. Harllee.
7	A. Is that a question?	7	Q. You or Mr. Warren, I am sorry?
8	Q. Yes.	8	A. She reported to Matt.
9	A. Yes.	9	Q. And was she assigned to oversee
10	Q. So was building out the leadership	10	any specific sectors?
11	team part of creating what would eventually	11	A. She had general, a general remit
12	be Steampunk?	12	to make things happen in the areas where she
13	A. Yes.	13	did not have the restriction from her
14	Q. And so would you call Ms. Abrey a	14	Accenture employment.
15	critical building block of Steampunk?	15	Q. Was that Emerging Markets?
16	MR. WILKINSON: Objection.	16	A. That was called Emerging Markets,
17	A. She was clearly a part of our	17	yes.
18	leadership team. In hindsight, I don't	18	Q. And did Mr. Warren also oversee
19	think she was a critical building block.	19	Emerging Markets?
20	Q. At the time Ms. Abrey joined, did	20	A. He did, except for a couple of
21	you view her as a critical building block?	21	accounts inside of there that he was
22	MR. WILKINSON: Objection.	22	prohibited from calling into.
23	A. I had high hopes for her	23	Q. So was Ms. Abrey's title executive
24	performance, yes.	24	vice president and general manager for the
25	Q. That's not my question. I am not	25	emerging markets sector?
	Page 203		Page 205
1	J. HARLLEE	1	J. HARLLEE
2	asking about your hopes for her performance.	2	A. That sounds right.
3	My question is did you view her as a	3	(Whereupon, a photo was marked
4	critical part of the leadership team?	4	Harllee Exhibit 9 for identification as
5	MR. WILKINSON: Objection.	5	of this date by the reporter.)
6	A. In the sense that I viewed all the	6	Q. Before you is Exhibit 9, there is
7	leadership team as critical, yes.	7	no Bates stamps. Have you seen this lovely
8	Q. Ms. Abrey in particular?	8	picture of yourself, Mr. Warren and
9	A. I just answered that question.	9	Ms. Abrey before?
10	Q. I don't believe so.	10	A. I think some of us are more lovely
11	A. Can we read back the answer then,	11	in the picture, I have, but not recently.
12	because I did answer.	12	Q. Who is more lovely?
13	Q. I will decide when we read back	13	A. I would say I am the least lovely.
14	answers.	14	Q. That's not very nice to yourself,
15	A. Okay.	15	Mr. Harllee?
16	Q. My question to you, you said I	16	A. I stick to the facts, Alfredo.
17	viewed everybody in the leadership team that	17	Q. I like your shirt, it matches mine
18	way. And I am focusing on Ms. Abrey, not	18	today?
19	everyone on the leadership team. My	19	A. Pink always looks good.
20	question to you is, did you view Ms. Abrey	20	Q. So do you recall this photograph
21	herself as a critical member of the	21	being taken?
22	leadership team when she joined SE	22	A. Not particularly.
23	Solutions?	23	Q. Do you know if any other
24	MR. WILKINSON: Objection.	24	leadership members were there during this
25	A. Yes, in the same way I viewed	25	photo shoot?

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1	J. HARLLEE	1	J. HARLLEE
2	A. I believe Robbe was there, because	2	she could not have had DHS reporting to her.
3	he probably took the picture.	3	Q. Are you aware that there is a
4	Q. Was there a reason no one else on	4	letter submitted on behalf of Steampunk to
5	the leadership team was invited to be on	5	the United States Equal Employment
6	this photograph?	6	Opportunity Commission?
7	A. This was an announcement about the	7	A. I am.
8	three of us joining the company on the same	8	Q. Were you aware of this letter when
9	day. So I don't think there would be any	9	it was sent out?
10	reason for anybody else to be there.	10	A. I was.
11	Q. Then turning down to the last	11	Q. Did you review this letter?
12	sentence in the first paragraph, it says,	12	A. I did.
13	"In addition Kate Abrey has been named the	13	Q. Is there a reason you didn't
14	executive vice president and general manager	14	correct that inaccuracy?
15	for the emerging markets sector." Do you	15	A. I must not have noticed it.
16	see that?	16	Q. I mean, it is a pretty substantial
17	A. I do.	17	inaccuracy. I mean, this case is about
18	Q. Is that what we just discussed, is	18	Ms. Abrey's role being changed because of
19	that what you understood Ms. Abrey's title	19	her pregnancy, and in this letter here you
20	to be?	20	are representing that Ms. Abrey's role is
21	A. That jives with what we just	21	something else. Do you not find that to be
22	discussed, yes.	22	an important inaccuracy that is worth
23	MR. PELICCI: I am introducing	23	correction?
24	another exhibit.	24	MR. WILKINSON: Objection.
25	(Whereupon, a 16-page letter Bates	25	A. She was running DHS later in the
	Page 207		Page 209
1	J. HARLLEE	1	J. HARLLEE
2	No. 106205 was marked Harllee Exhibit	2	life of the organization. I believe people
3	10 for identification as of this date	3	probably got it conflated.
4	by the reporter.)	4	Q. But this says this is actually
5	MR. PELICCI: Plaintiff's	5	what she was hired to run?
6	Exhibit 10 is being introduced. You	6	A. Yes, it does.
7	will see a Bates stamp on there,	7	Q. So once again, that's not correct?
8	106205. It is a letter from	8	A. At the time that she was hired,
9	JacksonLewis to the Equal Employment	9	she did not have responsibility for the DHS
10	Opportunity Commission. It is a	10	portfolio.
11	16-page exhibit.	11	Q. And then the second sentence of
12	Q. I am going to ask you to, please,	12	the second paragraph reads, "The primary
13	turn to the third page of the exhibit.	13	function of the EVP role is to grow
14	The first sentence of the third	14	Steampunk's business. This requires that
15	paragraph on the first page says, "Ms. Abrey	15	the EVP win net new business to continue to
16	began working for Steampunk on May 15, 2019	16	expand the company's base of revenue while
17	as an EVP and general manager leading the	17	also expanding the size and scope of
18	commerce and DHS portfolio."	18	existing delivery projects and programs."
19	Is that correct?	19	Do you see that?
20	A. Emerging Markets would have	20	A. I do.
21	encompassed commerce. The DHS portfolio	21	Q. At the time of Ms. Abrey's hiring
22	would have been outside of that. So there	22	she was not permitted to attempt to win net
23	is an error there.	23	new business in DHS; is that correct?
24	Q. So this is not correct?	24	A. She was not permitted to directly
25	A. No, because of her restrictions,	25	engage with DHS. She certainly provided, in

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<p>1                   <b>J. HARLLEE</b></p> <p>2 my opinion, the majority of the direction to 3 Diane Ashley, who worked for me at the time, 4 but she was providing the front-end advice 5 to her. And it was understood that 6 Ms. Ashley would work for Ms. Abrey when the 7 restrictions were up.</p> <p>8       Q. It was your understanding that 9       Ms. Abrey was the one was primarily 10      responsible for providing Ms. Ashley 11      supervision?</p> <p>12      A. That's not what I said.</p> <p>13      Q. You said she was the one primarily 14      providing guidance?</p> <p>15      A. No, as I explained earlier, at the 16      time that we were starting the company there 17      was a bit of an all-hands-on-deck dynamic, 18      which similarly to the description I gave 19      you on seniority, different people provided 20      different input to the employee base based 21      on their expertise in a particular area. 22      Ms. Ashley reported to me, I help her in a 23      number of different ways. But Ms. Abrey 24      primarily, along with Mr. Warren and 25      Mr. Cole, Mr. Dillon, also provided advice</p>	Page 211	<p>1                   <b>J. HARLLEE</b></p> <p>2 A. I don't think there was any formal 3 plan, but it was certainly discussed and 4 understood.</p> <p>5       The primary reason that Kate came 6       to Steampunk was to be able to drive our 7       business inside of DHS. And it was 8       understood by everyone, including Ms. Abrey, 9       that DHS would formally report to her as 10      soon as her restrictions were up. And 11      therefore Ms. Ashley would report to her, 12      because Ms. Ashley had responsibility for 13      DHS.</p> <p>14      Q. So Ms. Ashley didn't report to 15      Ms. Abrey until May of 2020?</p> <p>16      A. She didn't report to her formally. 17      She was responsible for the overall 18      forecasting of the Emerging Markets business 19      as well as Diana Ashley's forecast.</p> <p>20      Q. I see the word "wedges" and "net 21      new" a lot in documents. And it seems to be 22      something that Mr. Warren loves to talk 23      about. Sounds like it is a wide 24      conversation at Steampunk.</p> <p>25      Are you familiar with wedges and</p>	Page 213
<p>1                   <b>J. HARLLEE</b></p> <p>2 to Ms. Ashley, on the front end of the 3 business, which is not my area of expertise.</p> <p>4       Q. Did you conduct any performance 5      assessments of Ms. Ashley, by that I mean 6      formal performance reviews?</p> <p>7      A. Not to my recollection.</p> <p>8      Q. And so who was responsible at the 9      time of Ms. Abrey's hire in that pre-leave 10     period, who was responsible, who was 11     Ms. Ashley's formal supervisor?</p> <p>12     A. I was her formal supervisor.</p> <p>13     Q. Until when?</p> <p>14     A. Until Ms. Abrey came back from her 15     maternity leave and her restrictions were 16     up.</p> <p>17     Q. And was there a plan put in place 18     regarding those organizational changes, when 19     Ms. Abrey would then assume a supervisory 20     control of Ms. Ashley?</p> <p>21     A. Can you restate the question, 22     please.</p> <p>23     Q. Was there a plan in place or a 24     plan ever developed whereby Ms. Abrey would 25     assume supervisory control of Ms. Ashley?</p>	Page 212	<p>1                   <b>J. HARLLEE</b></p> <p>2 net new?</p> <p>3       A. Yes.</p> <p>4       Q. So in terms of providing specific 5      guidance, prior to May 2020, was Ms. Abrey 6      permitted to engage in the DHS sector 7      regarding net new or wedges?</p> <p>8      A. Absolutely.</p> <p>9      Q. Was she able to contact those 10     clients to discuss it with them?</p> <p>11     A. She was not supposed to.</p> <p>12     Q. Did she?</p> <p>13     A. I don't know.</p> <p>14     Q. Did you?</p> <p>15     A. I could have, I didn't.</p> <p>16     Q. But did Diane Ashley?</p> <p>17     A. Yes, Diane certainly talked to the 18     customers.</p> <p>19     Q. And did Diane Ashley update you on 20     her net news and wedges in DHS prior to May 21     2020?</p> <p>22     A. Yes, she did. But that tended to 23     be the forecast sessions instead of the 24     day-to-day grind that she was involved in.</p> <p>25     Q. Were you typically involved in the</p>	Page 214

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1                   J. HARLLEE	Page 218
2                   a bid, in terms of staffing, there are some 3                   people on there that you classify as key 4                   personnel?	1                   J. HARLLEE 2                   in terms of feedback, which is a bit 3                   surprisingly low, given your place on the 4                   chain of command?
5                   A. I didn't say that. There are 6                   people on there that the government 7                   classifies as having to be filled as key 8                   personnel. And we then assign them to that, 9                   but it is not our choice.	5                   A. It is not my area of expertise. I 6                   defer to my vетters (phonetic) there. 7                   Q. But you were Diane's formal 8                   supervisor?
10                  Q. Is that part of the staffing 11                  considerations?	9                   A. I was. 10                  Q. What type of strategy advice did 11                  you give Diane about net news and wedges?
12                  A. Yes.	12                  A. I took, along with a lot of other 13                  people on multiple occasions, I worked 14                  through, I tried to explain to her why the 15                  wedge approach was so important to the 16                  company and tried to get her focused on 17                  that.
13                  Q. And then you said contracts, what 14                  do you mean by contracts?	18                  Q. So who ran the forecasting 19                  sessions for Ms. Ashley while Ms. Abrey was 20                  out on leave?
15                  A. Nondisclosure agreements, 16                  government terms and conditions, 17                  subcontracts with prime contractors, CTAs, 18                  JVs, anything across the board.	21                  A. I believe Ms. Ashley at that point 22                  was handling the forecast for herself.
19                  Q. It may be self-explanatory, but I 20                  have to hear it from you. What is the deal 21                  with strategy in terms of how you assisted 22                  Ms. Ashley on strategy?	23                  Q. But did anyone oversee that with 24                  her?
23                  A. Typically that would have happened 24                  in the context of a forecast session, where 25                  if she was asking for help and I saw an	25                  A. We handled it in the forecast
1                   J. HARLLEE	Page 219
2                   opportunity to give her an idea that might 3                   work, then I would do that. But I would say 4                   I was fourth or fifth or sixth on the list 5                   in terms of the feedback I gave her from 6                   that perspective.	1                   J. HARLLEE 2                   sessions.
7                   Q. Was there a time when Ms. Abrey 8                   was not part of the forecasting sessions for 9                   Ms. Ashley?	3                   Q. Who else would be present for the 4                   DHS forecasting sessions while Ms. Abrey was 5                   out on leave?
10                  MR. WILKINSON: Objection.	6                   A. It would not have been a DHS 7                   forecasting session. It would have been a 8                   company forecast session. There were any 9                   number of people there, mostly the 10                  leadership team. Probably the most 11                  important people to be there would have been 12                  Matt, Brad, Sean, Matt Reeves.
11                  A. I don't know if there was a 12                  forecast session that Ms. Abrey couldn't 13                  attend for some reason. I do know that 14                  Ms. Abrey vetted and signed off and 15                  presumably adjusted, if she felt 16                  appropriate, the forecasts coming from 17                  Diane, David Wolf and others.	13                  Q. Why were they the most important 14                  people?
18                  Q. And did you participate in that 19                  process?	15                  A. Because those were the folks who 16                  had the skills on the front end of the 17                  business, with the exception of Mr. Reeves, 18                  who was responsible for delivery and was a 19                  key component in the decision making.
20                  A. In what way?	20                  Q. But Mr. Reeves actually later 21                  assumed Ms. Abrey's front end 22                  responsibilities when you fired her?
21                  Q. Did you ever shape the forecasts?	23                  A. Succession planning.
22                  A. No.	24                  Q. What went into that decision?
23                  Q. But you said you participated in 24                  the forecasting sessions. You said you may 25                  have been, I think you said, one of the six	25                  A. Into which decision?

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1	J. HARLLEE	1	J. HARLLEE
2	Q. To make Mr. Reeves Ms. Abrey's	2	that point with Ms. Ashley's opportunities.
3	replacement?	3	Q. But you couldn't make a
4	A. You can't have a vacuum at the top	4	competitive bid if you don't have good
5	of an organization. We put Mr. Reeves into	5	pricing, could you?
6	that position as the accelerating portfolio	6	A. You certainly could put a
7	lead to find out whether or not he was	7	competitive bid in if you don't have good
8	suitied for the position. He was certainly	8	pricing.
9	capable of carrying the position for a	9	Q. And it would be competitive if
10	while. And he had the relationships with	10	your pricing is not good?
11	the vast majority of the folks who worked	11	A. If there are other people bidding
12	for Kate, which comprised over half of the	12	on it, it is competitive.
13	employees of the company at the time that	13	Q. Is that your idea of competitive,
14	she left.	14	as long as you are in the pool, it is
15	Q. And when Ms. Abrey was terminated,	15	competitive?
16	you were very unhappy with Ms. Ashley's	16	A. I don't know how you are using the
17	performance; correct?	17	term. Competitive to me is compete, you are
18	A. I had been unhappy with	18	going against other people.
19	Ms. Ashley's and Ms. Abrey's performance for	19	You are asking me putting in
20	some time, and more important their	20	pricing that really, really high, does that
21	credibility and grasp of the business.	21	have a negative impact on competition?
22	Q. What was your view on Ms. Ashley's	22	Sure.
23	performance when you terminated Ms. Abrey?	23	Q. Generally grading Diane Ashley's
24	A. Ms. Ashley responded better, I	24	performance and your understanding of her
25	would not say well, but better from a	25	performance at the time when you terminated
	Page 223		Page 225
1	J. HARLLEE	1	J. HARLLEE
2	productivity perspective when Ms. Ashley was	2	Ms. Abrey, what would you say your general
3	out and Matt took a more direct approach	3	assessment of her overall performance was?
4	with Diane. And so we were hopeful that	4	A. That the results weren't there.
5	with a change of management Ms. Ashley would	5	Q. Would you say she was a good
6	be made into a productive player of the	6	performer, bad performer, mediocre,
7	company.	7	terrible?
8	Q. When you were her formal	8	A. She was an enthusiastic performer
9	supervisor, you didn't make her into a	9	and a hard worker. But she was not able, in
10	productive player?	10	most cases, to get over the hump to put us
11	A. That was not my role.	11	in a position to make a competitive bid.
12	Q. You didn't have any responsibility	12	Q. Do you believe that DHS was
13	for her productivity as her formal	13	underperforming?
14	supervisor?	14	A. You would have to break it into
15	A. Not on the front end of the	15	components. The front end of the DHS
16	business.	16	business has not come anywhere close to
17	Q. You just listed four things that	17	meeting my expectations. During the time
18	you assisted with her, while they are back	18	while Kate was here and on leave the
19	end functions, don't they affect her front	19	delivery side of the business in DHS
20	end capabilities?	20	actually did very well.
21	A. Typically the back end functions	21	Q. So the DHS front end was not
22	don't come meaningfully into play until you	22	performing well when Ms. Abrey was on leave?
23	got a customer who is eager to buy something	23	A. It performed better than when she
24	and a customer that you built a relationship	24	was around. But it was not where we needed
25	with and had trusted you. We rarely got to	25	it to be.

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1	J. HARLLEE	1	J. HARLLEE
2	it is wrong to say that it is not an	2	Q. But was the plan formalized?
3	adverse action, rather the court ruled	3	A. I don't know what that means.
4	that it could not serve as the basis	4	Q. Well, was it pull put in writing
5	for a claim.	5	anywhere?
6	MR. WILKINSON: You are exactly	6	A. Right, when we announced.
7	right, that's exactly what I said.	7	Q. I am saying prior to announcing
8	MR. PELICCI: So it is relevant.	8	it, prior to Ms. Abrey going on leave -- I
9	And to the extent that defendants want	9	want to remind you, I don't want to
10	to make the argument that the	10	interrupt you, but I want to finish my
11	restrictions influenced the way they	11	question.
12	structured the business, and that's	12	My question is prior to Ms. Abrey
13	part of their argument, if they want	13	going on leave, was it put in writing that
14	that to be part of their argument, then	14	she would eventually assume formal
15	we need to see what the restrictions	15	supervision of Ms. Ashley?
16	are that so-called shaped how you all	16	A. I don't recall.
17	pushed Ms. Abrey out.	17	Q. Are you aware if that was put in
18	MR. WILKINSON: Okay, again, you	18	writing prior to leave?
19	provide to me the document request that	19	A. I don't recall.
20	is out there, that to which this will	20	Q. When is the earliest you recall
21	be responsive, and I will take a look	21	seeing in writing a plan for Ms. Abrey to
22	at it. If it is responsive and	22	assuming supervision of Ms. Ashley?
23	non-objective, then we will	23	A. I don't recall.
24	consider it.	24	Q. And then had you seen in writing
25	MR. PELICCI: We have no problem	25	prior to Ms. Abrey going out on leave that
	Page 231		Page 233
1	J. HARLLEE	1	J. HARLLEE
2	with you forfeiting that defense, if	2	Ms. Abrey would oversee DHS?
3	you also decide to do that in the	3	A. Repeat the question, please.
4	alternative.	4	Q. So prior to Ms. Abrey going out on
5	MR. WILKINSON: You are wasting	5	leave, did you ever see in writing, in any
6	your own time here. If you want to	6	form, that Ms. Abrey would assume control of
7	continue with this, that's fine. We	7	DHS?
8	are not forfeiting anything.	8	A. In writing or in any form?
9	(Whereupon, a short recess was	9	Q. In writing.
10	taken.)	10	A. No, I don't recall.
11	Q. When was the plan put in place for	11	Q. You reviewed several documents for
12	Ms. Abrey to eventually assume formal	12	today's deposition; did you not?
13	supervision of Ms. Ashley?	13	A. I did.
14	A. I don't recall specifically.	14	Q. And in the documents reviewed, did
15	Q. When was the plan formalized?	15	you see anything about Ms. Abrey assuming
16	A. They announced it in May when her	16	control of DHS prior to her going out on
17	restrictions were up.	17	leave?
18	Q. Do you know when the decision was	18	A. I don't recall seeing anything
19	made?	19	like that.
20	A. I don't recall. It was a known	20	Q. Was there any formal policies for
21	thing that was going to happen since the	21	record keeping in place at Steampunk
22	inception of the company.	22	regarding Ms. Abrey's employment?
23	Q. Was it formalized at that point?	23	MR. WILKINSON: Objection.
24	A. No. We had not done it. It was	24	A. Yes.
25	not formalized in my mind until we do it.	25	Q. Who oversaw those policies?

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1 <b>J. HARLLEE</b>	Page 242
<p>2 case was it needed, because her having      3 relationship with those folks was not going      4 to add to our relationship as a company with      5 those customers. That box was checked.</p> <p>6 Q. But that's not in fact the case of      7 how things were operating prior to      8 Ms. Abrey's leave; is that correct?</p> <p>9 A. That's a huge generalization. Can      10 you be more specific, please.</p> <p>11 Q. So Ms. Abrey did engage with      12 Mr. Licht regarding client relationships      13 prior to going out on leave; correct?</p> <p>14 A. Yes, I just explained, she was      15 trying to.</p> <p>16 Q. But she did assist him with client      17 relationships prior to going out on leave;      18 correct?</p> <p>19 A. Not my impression.</p> <p>20 Q. And she did provide Mr. Licht      21 guidance on the nitty-gritty of deals prior      22 to going out on leave; correct?</p> <p>23 A. I have no idea.</p> <p>24 Q. You have no idea about how      25 Ms. Abrey or if Ms. Abrey assisted Mr. Licht</p>	1 <b>J. HARLLEE</b>
1 <b>J. HARLLEE</b>	Page 244
<p>2 prior to going out on leave?</p> <p>3 A. I don't know what she did or how      4 she did it. I do know that she was pressing      5 him to get her engaged to meet his clients.      6 And that was sort of the extent of my      7 awareness.</p> <p>8 MR. PELICCI: I am going to ask      9 you to refresh.</p> <p>10 (Whereupon, a three-page e-mail      11 Bates No. 25741 through 25743 was      12 marked Harllee Exhibit 11 for      13 identification as of this date by the      14 reporter.)</p> <p>15 MR. PELICCI: This is Exhibit 11.</p> <p>16 Q. Plaintiff's Exhibit 11, Bates      17 stamped 25741, it is a three-pager. It is      18 an e-mail from, the very first e-mail is      19 Brad Cole to Kate Abrey, Joe Nizhnikov, Max      20 Licht, Ben Lienard, Carolyn Muir, Nick      21 Trzcinski, Brandon Feather, Sean Dillon, do      22 you see that?</p> <p>23 A. I do. It is a long e-mail, I need      24 to read, if you want me to comment on it.</p> <p>25 Q. We are not going to read that</p>	<p>2 e-mail. In fact, I am not really even      3 concerned with the substance of the first      4 e-mail.</p> <p>5 What I am curious about is, of the      6 people listed in the to line of this e-mail,      7 what portfolios or -- what was the other      8 term you used portfolio and sectors, what      9 portfolios or sectors did the people belong      10 to starting with Ms. Abrey in the to line at      11 the time of this e-mail?</p> <p>12 A. Ms. Abrey had Emerging Markets,      13 Mr. Nizhnikov worked inside of Civilian,      14 Mr. Licht had Civilian, Ben Lienard works      15 for the capture team, Carolyn is the general      16 counsel, Nick Trzcinski was Kate's peer      17 running DOD, Brandon Feather is a technical      18 SME and Sean Dillon is our CTO.</p> <p>19 Q. Just so I understand your position      20 is that these sectors that are represented      21 here are Civilian, and what was the one you      22 said Kate was?</p> <p>23 A. Emerging Markets.</p> <p>24 And then DOD.</p> <p>25 Q. And was DOD a separate sector or</p>
1 <b>J. HARLLEE</b>	Page 243
<p>2 prior to going out on leave?</p> <p>3 A. I don't know what she did or how      4 she did it. I do know that she was pressing      5 him to get her engaged to meet his clients.      6 And that was sort of the extent of my      7 awareness.</p> <p>8 MR. PELICCI: I am going to ask      9 you to refresh.</p> <p>10 (Whereupon, a three-page e-mail      11 Bates No. 25741 through 25743 was      12 marked Harllee Exhibit 11 for      13 identification as of this date by the      14 reporter.)</p> <p>15 MR. PELICCI: This is Exhibit 11.</p> <p>16 Q. Plaintiff's Exhibit 11, Bates      17 stamped 25741, it is a three-pager. It is      18 an e-mail from, the very first e-mail is      19 Brad Cole to Kate Abrey, Joe Nizhnikov, Max      20 Licht, Ben Lienard, Carolyn Muir, Nick      21 Trzcinski, Brandon Feather, Sean Dillon, do      22 you see that?</p> <p>23 A. I do. It is a long e-mail, I need      24 to read, if you want me to comment on it.</p> <p>25 Q. We are not going to read that</p>	1 <b>J. HARLLEE</b>
1 <b>J. HARLLEE</b>	Page 245
<p>2 portfolio?</p> <p>3 A. It was.</p> <p>4 Q. And had it stayed that way for the      5 course of Ms. Abrey's employment?</p> <p>6 A. Once Nick came on, yes.</p> <p>7 Q. I am sorry, once Nick came on, DOD      8 remained outside of Civilian and Emerging      9 Markets?</p> <p>10 A. Right.</p> <p>11 Q. Who oversaw DOD after Nick was      12 fired?</p> <p>13 A. It was transitioned into      14 Mr. Licht's portfolio.</p> <p>15 Q. So that was my question, if it was      16 consolidated under any other portfolio.</p> <p>17 So Mr. Trzcinski was consolidated      18 under Licht, his portfolio was?</p> <p>19 A. He wasn't, his portfolio was. He      20 had similar performance problems to Kate,      21 and was terminated.</p> <p>22 Q. But there is no DHS represented      23 here, why is that?</p> <p>24 A. Because it looks like -- you see,      25 I need to read the e-mail now if you want me</p>	

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1	J. HARLLEE	1	J. HARLLEE
2	remember her embracing it as I would have	2	A. He does.
3	expected her to do.	3	Q. And you yourself said for
4	Q. Why?	4	succession planning it is good to have a
5	A. Because she was now going to be	5	backup in mind? Was Kate, in fact, that
6	able to call on the customers with whom she	6	back up?
7	had a relationship directly.	7	A. No, that's never been my opinion.
8	Q. But it had never been communicated	8	She had an opportunity to become the CEO
9	to her in writing prior to her leave that	9	down the road if she performed. Frankly,
10	that would be the organizational structure;	10	she was not ready to be the CEO when she was
11	is that correct?	11	here.
12	A. I don't recall it being in writing	12	Q. Did you ever hear Mr. Warren say
13	to her. We certainly talked about it.	13	Ms. Abrey has sharp elbows?
14	Q. When did you talk about it with	14	A. I don't believe so.
15	baby Bree?	15	Q. Did you ever hear Mr. Warren say
16	A. It was part of the overall	16	Ms. Abrey was nurturing?
17	process, thoughts, plans. We had to deal	17	A. I don't believe so.
18	with restrictions. And then once we dealt	18	Q. Did you hear Mr. Warren call David
19	with the restrictions, or rather they	19	Wolf an idiot?
20	expired, then she would be leading the	20	A. I have already answered that
21	charge inside of DHS. That's where it would	21	question, no.
22	not make sense to not take advantage of	22	Q. So did you hear Mr. Warren
23	that, given the depth of the experience at	23	reprimand Ms. Abrey for her baby making
24	DHS.	24	noises during video meetings?
25	Q. Was there anything that prevented	25	MR. WILKINSON: Objection.
	Page 259		Page 261
1	J. HARLLEE	1	J. HARLLEE
2	Ms. Abrey from continuing to oversee any of	2	A. No. I may have heard him, she had
3	the clients that fell under Emerging	3	a habit of calling in to calls on the
4	Markets?	4	treadmill or on her bike. And the ambient
5	A. Say that the question again.	5	background noise was a problem. I believe I
6	Q. Was there anything that prevented	6	recall that Mr. Warren commented on it once.
7	Ms. Abrey overseeing DHS while she continued	7	I know I heard a number of different people
8	to oversee Emerging Markets?	8	complaining about the background noise from
9	MR. WILKINSON: Objection.	9	the bike and the treadmill.
10	A. Well, she did continue to oversee	10	Q. Do you recall a point in time
11	Commerce and Department of Justice, which	11	where you had a conversation with Ms. Abrey,
12	were part of Emerging Markets. In terms of	12	and you admitted to her that her concerns
13	preventing her from being able to cover	13	prior to her going out on leave about her
14	everything else, which I think is what your	14	role changing had come true?
15	question is, we would never put a single	15	A. No.
16	person in charge of the entire business. We	16	Q. No?
17	diversified our risk by having at least two	17	A. No.
18	or ideally three or four different	18	Q. Do you remember any conversations
19	portfolios.	19	along those lines?
20	Q. But is Mr. Warren considered in	20	A. No.
21	charge of the entire business?	21	Q. Nothing?
22	A. He is. But that's not the same	22	A. Nothing.
23	thing.	23	Q. Who is Bruce Klein?
24	Q. Does he oversee all the	24	A. He was a quite expensive
25	portfolios?	25	professional coach that we brought onto help

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1	J. HARLLEE	1	J. HARLLEE
2	a number of folks level up from a	2	recorded that call?
3	productivity perspective.	3	A. I did.
4	Q. Who were those folks?	4	Q. Did he communicate to you prior to
5	A. He was working with Diane, I think	5	recording that call about doing that?
6	he was working with Matt Reeves. I am not	6	A. He did.
7	sure who else. Oh, and Diane -- no, I said	7	Q. Was it your recommendation to
8	Diane, didn't I? And we gave Kate an	8	record the call?
9	opportunity to do it, but she didn't feel	9	A. We talked about whether or not it
10	like she needed it.	10	is best practice in my experience and at
11	Q. Are you aware or were you ever	11	Steampunk in personnel matters, particularly
12	made aware that Ms. Ashley told Mr. Dillon	12	ones that are negative, to have two people
13	about Ms. Abrey's complaints of pregnancy	13	involved from a company perspective. And
14	discrimination?	14	Mr. Warren felt very strongly that with his
15	MR. WILKINSON: Objection.	15	relationship with Kate, it would be
16	A. I never had a conversation with	16	unpleasant and embarrassing for her to have
17	Sean Dillon about anything like that.	17	somebody on the phone, given the depth of
18	Q. Did Sean Dillon ever discuss	18	his relationship with her.
19	Ms. Abrey with you?	19	And we talked about that. And in
20	A. I am sure he did, yes.	20	lieu of having me join the call, we used the
21	Q. Do you recall if he ever discussed	21	phone call as a proxy for basically myself
22	any changes to Ms. Abrey's role with you?	22	in that context.
23	A. No.	23	Q. So prior to that call, the first
24	Q. What is operational excellence?	24	call regarding Kate on January 13, 2021, so
25	A. Operational excellence was an	25	we said there were two key calls during that
	Page 263		Page 265
1	J. HARLLEE	1	J. HARLLEE
2	initiative that sputtered out where we were	2	period, there was one you call the
3	trying to take advantage of Kate's expertise	3	challenging call on January 13, and then
4	in delivery, similar from the e-mail that we	4	there was the termination call on the 14th.
5	just had the talk about, about focusing on	5	Prior to that, did you have any
6	making sure that our delivery was working	6	reason to believe that Kate was not happy at
7	the way it should be. We had a number of	7	Steampunk?
8	people who came from software companies, who	8	A. She was not performing. She knew
9	didn't have long-term experience in the	9	she was not performing. And she obviously
10	services world. And as with any good	10	was not happy with her performance. I
11	company, we wanted to put the best practices	11	believe she stated that a number of times,
12	out there and make sure we put our best into	12	including in written documents.
13	the company from a delivery perspective.	13	But outside of that lack of
14	Q. When is the first time you can	14	performance, I don't have any reason to
15	recall hearing Ms. Abrey mention that she	15	believe that she was unhappy.
16	feels like her pregnancy leave resulted in	16	Q. Do you remember any conversations
17	changes to her role at Steampunk?	17	where you discussed Ms. Abrey's health or
18	MR. WILKINSON: Objection.	18	happiness at Steampunk prior to January 13,
19	A. I never heard her say that.	19	2021, since she returned from leave?
20	Q. Did Mr. Warren tell you she said	20	A. I don't recall any conversations
21	something similar to that during his call	21	like that, no.
22	with her on the 14th of January?	22	Q. So did you think Ms. Abrey was
23	MR. WILKINSON: Objection.	23	unhappy at Steampunk prior to January 13?
24	A. No.	24	MR. WILKINSON: Objection.
25	Q. Did you know that Mr. Warren	25	A. I don't know how to answer that

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1	J. HARLLEE	1	J. HARLLEE
2	question. That's not how I looked -- that's	2	Q. Did you communicate that
3	not the lense I look through when I look at	3	credibility issue to her in writing prior to
4	the company.	4	January 13?
5	Q. Okay, so you don't look at	5	A. Did I?
6	employee happiness?	6	Q. Correct.
7	A. I look at it in the aggregate, and	7	A. I don't think I did. Matt Warren
8	I look at it with regard to my direct	8	did on, I believe, several occasions. And
9	reports. But I was not managing her, that	9	in one case, because she was arguing the
10	was outside of my purview.	10	semantics of what a forecast meant, we
11	Q. But did you have any assessment of	11	changed the terminology inside the company
12	whether or not you thought she was happy at	12	as a whole from forecast to commit, so that
13	Steampunk?	13	we didn't have to argue as to what a
14	A. I would have been very	14	particular term meant.
15	disappointed if she was happy at Steampunk	15	She also didn't have a handle of
16	with the performance that she was putting	16	the inner relationships between bookings and
17	out for the previous nine months.	17	FTEs, which is a very, very fundamental
18	Q. So you wanted Ms. Abrey to be	18	problem. And that came to the floor on the
19	unhappy?	19	January 4 forecast, which she then dropped
20	A. No, I would be surprised if she	20	after having been pointed out a very basic
21	was happy given her lack of performance.	21	issue, frankly, around the inconsistency of
22	She was a very professional, hard working	22	the two forecasts. At which point she
23	person. And she could not get it going.	23	continued to lose credibility with me, at
24	Q. When could she not get it going?	24	which point I was not sure we could have her
25	A. Well, in Q3, and Q4 in 2019 she	25	in the position that she was in.
	Page 267		Page 269
1	J. HARLLEE	1	J. HARLLEE
2	badly missed her forecasts.	2	Q. On January 13, 2021, did
3	Q. For which portfolio?	3	Ms. Ashley have credibility with you?
4	A. For the folks that she was	4	A. She did.
5	responsible for holding the forecast for.	5	Q. You didn't fire Ms. Ashley, did
6	Q. You said she badly missed her	6	you?
7	forecast in Q3 and 4 of 2019. And I am	7	A. We did not.
8	asking for which portfolios is that your	8	Q. Ms. Ashley resigned; right?
9	position?	9	A. Correct.
10	A. I guess Emerging Markets and DHS.	10	Q. Why did Ms. Ashley resign?
11	She had responsibility basically for the	11	A. Ms. Ashley -- you know what, I
12	front end of the business with regard to	12	have no idea. She didn't talk to me.
13	David Wolf and Diane Ashley. And they set	13	Q. Did you later learn that
14	forecasts up and she signed off on them, and	14	Ms. Ashley resigned because of how she felt
15	the business didn't materialize in either	15	you treated Ms. Abrey?
16	case.	16	A. I don't track the gossip, I have
17	And then that trend continued	17	no idea.
18	after she got back, at which point I became	18	Q. You didn't learn that?
19	very worried about it, and then certain	19	A. Learn what?
20	things came up that made me question whether	20	Q. That Ms. Ashley says she resigned
21	or not she actually understood some of the	21	because of the way you treated Ms. Abrey?
22	basic tenets of our business. So she had a	22	A. I never heard that from her.
23	credibility issue with me. And it caused a	23	Q. Did you ever hear it from anybody?
24	lot of challenges financially for the	24	A. It was a reasonable inference to
25	company.	25	me. I can't remember if I heard anybody

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	Page 270		Page 272
1	J. HARLLEE	1	J. HARLLEE
2	tell me that.	2	Q. What about transactional?
3	Q. Why was that a reasonable	3	MR. WILKINSON: Objection.
4	inference?	4	A. I don't know what that means.
5	A. She and Kate were very close.	5	Q. Prior to January 13, or
6	Kate had spent the late nine months frankly	6	January 14, I should say, prior to
7	protecting her from folks putting pressure	7	January 14, 2021, did you ever notify Kate
8	on her to perform.	8	Abrey that you had plans to terminate her
9	Q. But Ms. Abrey was not back at the	9	employment? And that is a specific
10	company for nine months at that point?	10	question. I am not talking about
11	A. Okay, eight months, seven and a	11	performance deficiencies. I am asking you
12	half, if you wish.	12	if prior to January 14, 2021, did you ever
13	Q. Are you aware that Ms. Abrey	13	indicate to Ms. Abrey that you or Mr. Warren
14	received a performance review in November or	14	intended to terminate her employment?
15	December of 2020?	15	A. We communicated to her in the
16	A. Yes.	16	December time frame that she needed to hit
17	Q. Did you provide any feedback for	17	her forecast and land her deals by the end
18	that performance review?	18	of Q1 or we were going to have some hard
19	A. I don't think I did.	19	conversations.
20	Q. And did you raise any or did you	20	Q. But you didn't wait until Q1, did
21	suggest that you confront Kate in connection	21	you?
22	with that performance review regarding some	22	A. We did not, because of what
23	of the performance concerns that you	23	transpired early in the quarter.
24	mentioned today?	24	Q. So when was the decision made to
25	A. We had had a number of	25	terminate Ms. Abrey's employment?
	Page 271		Page 273
1	J. HARLLEE	1	J. HARLLEE
2	conversations with Kate about her routine	2	A. It was a bit of an evolution. We
3	and her performance going back to --	3	hadn't made any decision for the latter part
4	Q. My question, and I am going to	4	of 2020.
5	respectfully redirect you to my question, my	5	There was a forecast session at
6	question is, did you make a recommendation	6	the beginning of the year. I think it was
7	or even discuss mentioning any of the	7	on the 4th. And Ms. Abrey forecast I
8	performance concerns that you discussed	8	believe a \$2 million opportunity, but she
9	today in connection with Ms. Abrey's	9	only had a forecast of two FTEs associated
10	performance review?	10	with that opportunity. And that is a null
11	A. I don't recall specifically.	11	set in terms of both of them being true, you
12	Q. Did Mr. Warren tell you or discuss	12	get about \$250,000 a year per person. So
13	Ms. Abrey's performance review with you?	13	there is no way there could have been a
14	A. I don't recall that happening	14	\$2 million booking, because there was only
15	specifically, no.	15	two people on the job, which would imply a
16	Q. Did you view Ms. Abrey's	16	\$500,000 booking. We pointed this out to
17	performance review prior to it being	17	her. And she the next day dropped her
18	provided to her?	18	forecast after we had had conversation after
19	A. I don't believe so.	19	conversation about her
20	I might have, but I don't think	20	getting her forecasts right in Q1 2021.
21	so.	21	Q. And was the forecast formalized?
22	Q. Is it your opinion that Ms. Abrey	22	A. Yes.
23	was cold?	23	Q. When was that formalized?
24	MR. WILKINSON: Objection.	24	A. It was put forth on January 4.
25	A. No.	25	Q. And when was the changes made?

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1	J. HARLLEE	1	J. HARLLEE
2	A. Subsequent to a conversation that	2	either get her to perform better or to fire
3	we had that day, probably the next couple of	3	her. And Kate was unable to do one and
4	days, maybe the next day. I don't remember	4	unwilling to do the other.
5	exactly. It was soon after that.	5	Q. Was there a point in time when you
6	Q. Is it your position that that's	6	removed delivery excellence from Ms. Abrey?
7	what made you decide to terminate	7	A. Not to my recollection. I believe
8	Ms. Abrey's employment?	8	it sputtered out, Ms. Abrey showed limited
9	A. That in conjunction with the body	9	interest in it.
10	of work that had happened over the preceding	10	Q. Did you assign delivery excellence
11	months.	11	to anybody else?
12	Q. And so that change with the	12	A. Not with that nomenclature. But
13	forecast happened on January 4 or 5, 2021?	13	it moved over into the CIO shop,
14	A. It was that week.	14	essentially.
15	Q. And you didn't communicate the	15	Q. Who oversees that now?
16	termination to Mr. Abrey on the January 13,	16	A. Emily Connolly.
17	2021 call, did you?	17	Q. What is Emily Connolly's title?
18	A. Which call? We had not made a	18	A. I am not sure. I have to look at
19	final decision on it until we had the hard	19	it.
20	conversation on the 13th about performance	20	Q. Who oversaw delivery excellence or
21	and forecast, and Ms. Abrey deflected and	21	whatever you call it after that, immediately
22	did not take accountability for the problem	22	after Ms. Abrey?
23	nor was she willing to hold her employees	23	A. I don't recall.
24	accountable. And that in combination with	24	Q. Did Mr. Warren tell you anything
25	the lack of understanding of the basics of	25	about his termination call with Ms. Abrey?
	Page 275		Page 277
1	J. HARLLEE	1	J. HARLLEE
2	the business coupled with continual missing	2	A. He said it was a difficult
3	of forecasts, the final straw for lack of a	3	conversation. And he was not sure how she
4	better word was her unwillingness to accept	4	would want to handle it.
5	responsibility and acknowledge the lack of	5	Q. Did he debrief you on the call?
6	performance.	6	A. I don't know if I would say it was
7	Q. By the time of January 13, 2021,	7	a debrief, but yes, we talked about it.
8	how many forecasts, in your view, did	8	Q. There is mention that Ms. Abrey on
9	Ms. Ashley miss?	9	that call said to him that Mr. Licht
10	A. I couldn't tell you, most of them.	10	reported to her prior to leave, and then
11	Q. You didn't terminate Ms. Ashley,	11	after leave he no longer reported to her?
12	did you?	12	A. No.
13	A. We talked long hard about	13	Q. Did Mr. Warren ever bring that up
14	terminating Ms. Ashley. And Ms. Abrey	14	to you, that Ms. Abrey said that to him
15	wouldn't hear of it.	15	during the termination call?
16	Q. But who was the final decision	16	A. No.
17	maker on if Ms. Ashley was to be terminated?	17	Q. Are you aware that Ms. Abrey was
18	A. Technically Matt or myself.	18	told that she was not a good cultural fit?
19	However, reaching down through an executive	19	MR. WILKINSON: Objection.
20	and firing one of their people when they	20	A. That never came out of my mouth, I
21	object to it, is not workable, generally.	21	don't know.
22	Q. Why is that not workable? You	22	Q. Do you think Ms. Abrey was a good
23	guys were the bosses, weren't you?	23	cultural fit for Steampunk?
24	A. Sure, it is just not appropriate.	24	MR. WILKINSON: Objection.
25	We were trying to work through Ms. Abrey to	25	A. If she was performing, she would

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1	J. HARLLEE	1	J. HARLLEE
2	have been.	2	MR. WILKINSON: Objection.
3	Q. So in your eyes culture is about	3	A. Because the ground truth of the
4	performance?	4	business, and we wanted to get her up to
5	A. Not entirely. But it is difficult	5	speed before she started to engage with
6	to build a good culture if you are not	6	anybody.
7	winning.	7	Q. In association with Ms. Abrey's
8	Q. So what is culture about?	8	termination, her equity was clawed back; is
9	A. Culture is about folks being	9	that correct?
10	excited to be part of the organization that	10	A. Correct.
11	is doing good things for the right people	11	Q. And you testified earlier that
12	and taking the time to celebrate that.	12	that's an automatic process, whereby an
13	Q. Anything else you want to add to	13	employee is terminated, their equity is
14	that?	14	automatically clawed back unless you
15	MR. WILKINSON: Objection.	15	specifically make an exception; is that
16	A. No.	16	correct?
17	Q. Was Ms. Abrey directed upon her	17	A. That is correct.
18	return from maternity leave not to	18	Q. Did you make an exception with
19	communicate with anyone until she met with	19	respect to Ms. Abrey?
20	you and Mr. Warren?	20	A. I did not.
21	A. I believe Mr. Warren talked to her	21	Q. Was there any communications made
22	and asked her to chat with us prior to her	22	to anybody by yourself or that you were
23	coming back, because we wanted to get her up	23	aware of, to put the ball in motion for the
24	to speed on where we were going, what had	24	actual process of clawing back Ms. Abrey's
25	happened while she was gone, potential	25	equity?
	Page 279		Page 281
1	J. HARLLEE	1	J. HARLLEE
2	personnel issues and context around the	2	A. I am sure we talked about it. But
3	like. And we thought it was important that	3	it is basically an automatic process that
4	she got up to speed before she started to	4	happens if you don't, if there is not a
5	engage with folks without necessarily having	5	request for an exception, which as I said
6	the context having been gone for three	6	before, there has only been one while I have
7	months.	7	been here.
8	Q. Why would Ms. Abrey not be able to	8	The way it works, when somebody
9	communicate with anyone? If that's the	9	gets terminated, general counsel gets
10	case, why couldn't Ms. Abrey communicate	10	notified, coordinates with the financial
11	with employees that she was previously	11	team. And on their last paycheck, they are
12	familiar with?	12	effectively reimbursed for what they paid
13	MR. WILKINSON: Objection.	13	for the stock. And that's shows up on their
14	A. My recollection is that we had a	14	final paycheck.
15	conversation with her either the day of,	15	Q. Did you need to e-mail anybody to
16	probably the day of, the day she came back.	16	tell them to start that process?
17	So we are not talking about any extended	17	A. Given her prominence, it is
18	period of time.	18	possible that I did. But it works, it is a
19	Q. But why at all was the instruction	19	default setting.
20	given to Ms. Abrey? I hear your reasoning	20	Q. Who would you have had to e-mail?
21	regarding employees that she may not have	21	A. I would have e-mailed my general
22	been familiar with. But why couldn't	22	counsel.
23	Ms. Abrey communicate with employees that	23	Q. Is that Ms. Muir?
24	she was familiar with you before she met	24	A. Yes. But I don't believe I did.
25	with you and Mr. Warren?	25	Q. Do you recall telling Ms. Abrey,

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1	J. HARLLEE	1	J. HARLLEE
2	A. Ms. Abrey didn't work for me.	2	impacted her roles. So if it is
3	Q. But did you have the authority to	3	defendant's position that those
4	fire Ms. Abrey?	4	restrictions were the factor that was
5	A. No, I don't think so.	5	considered for the restructuring and/or
6	Q. Did you make recommendations to	6	what portfolios Ms. Abrey was assigned
7	Mr. Warren regularly about who or who he	7	to or where Warren's place was in the
8	shouldn't fire?	8	organization, who reported to who, we
9	A. I would not say regularly.	9	need to see those restrictions.
10	Because we are not in the business of firing	10	Because it has been defendant's
11	people on a regular basis. Well, as	11	position throughout these depositions
12	example, Kate's peer Nick Trzcinski, Matt	12	and the litigation that defendants
13	and I talked a lot about. He was	13	considered Mr. Warren's and Ms. Abrey's
14	responsible for bringing in a board member.	14	restrictions how they structured the
15	And he had frankly, he was very similar to	15	business. And defendants did not
16	Kate, he had an inability to forecast	16	object to these document requests in
17	accurately and close business. So we	17	their supplemental responses.
18	terminated him towards the end of 2020. We	18	So I have identified it now. I
19	certainly talked about that.	19	have limited time. So I am not going
20	MR. PELICCI: We could go ahead	20	to engage in a ton of back and forth on
21	and take the break now. Let's take a	21	that. So I will need to know that by
22	15-minute break.	22	tomorrow morning.
23	(Whereupon, a short recess was	23	MR. WILKINSON: Let me put it this
24	taken.)	24	way, I will take a look at this, and I
25	MR. PELICCI: Earlier it came up	25	will consider it and I will let you
	Page 295		Page 297
1	J. HARLLEE	1	J. HARLLEE
2	regarding Mr. Warren's restrictions and	2	know.
3	what responsive document requests,	3	MR. PELICCI: Okay. Just let us
4	which documents requests they would be	4	know by tomorrow morning.
5	responsive, I am identifying document	5	Just to be clear on the record,
6	request 28, 29, 30, 31, 32.	6	you did agree to provide the updated
7	MR. WILKINSON: Hold on a second.	7	audit report?
8	You are saying that the restrictions	8	MR. WILKINSON: Yes, that's one of
9	that Mr. Warren was under, and I am	9	the things that I need to flesh out a
10	presuming this comes from -- well, I	10	little bit. Let me put it this way, I
11	guess I don't know where it comes from.	11	don't believe the final audit is
12	It is probably part of his non-compete	12	actually done. But I have not talked
13	agreement that he would have signed or	13	to Mr. Harllee about what he was
14	whatever agreement he signed with	14	talking about, because I didn't think
15	Accenture. You are saying that that	15	that would be appropriate at this
16	document would be responsive to request	16	point. But I will find out what it is
17	28, 29, 30, 31 and what else?	17	that the company has and if there is
18	MR. PELICCI: 32, 31 and 32,	18	something that we should provide.
19	produce all documents communications	19	So my understanding is that
20	and/or ESI concerning the assignment of	20	whatever the audit, it would have been
21	business or work related to the	21	for the second half of 2022, right, so
22	Department of Homeland Security to	22	that would have been -- was there other
23	Ms. Abrey, similarly 32 asks for that	23	information that you don't think that
24	regarding Commerce and 30 talks about	24	you have with respect to the financial
25	reorganization and restructuring that	25	picture for the second half of 2022.

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1	J. HARLLEE		1	J. HARLLEE
2	I N D E X		2	HARLLEE EXHIBITS
3			3	
4	EXAMINATION BY	PAGE	4	EXHIBIT EXHIBIT
5	MR. PELICCI	4	5	LETTER DESCRIPTION PAGE
6			6	
7	INFORMATION AND/OR DOCUMENTS REQUESTED		7	Exhibit 11 Three-page e-mail Bates 43
8	INFORMATION AND/OR DOCUMENTS	PAGE	7	No. 25741 through 25743
9	Board meeting records for showing attendance for both Steampunk Holdings	69	8	Exhibit 12 Two-page e-mail 255
10	and Steampunk, Inc?		9	Bates No. 76561
11	E-mails relevant to maternity leave	147		
12	Report	187	10	Exhibit 13 Tale of Two Portfolio 285
13	Completed audit report and Mr. Warren's restriction agreement	228	11	slides
14	QUESTIONS MARKED FOR RULING		12	Exhibit 14 Two-page e-mail 320
15	PAGE LINE		13	Bates No. 508895
16			14	
17	7 14		15	
18	310 20		16	
19			17	
20			18	
21			19	
22			20	
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25			23	
			24	
			25	
		Page 323		Page 325
1	J. HARLLEE		1	J. HARLLEE
2	E X H I B I T S		2	C E R T I F I C A T E
3			3	
4	HARLLEE EXHIBITS		4	STATE OF NEW YORK )
5			5	: SS.:
6	EXHIBIT EXHIBIT		6	COUNTY OF QUEENS )
7	LETTER DESCRIPTION PAGE		7	I, RIVKA TROP, a Notary Public for and
8			8	within the State of New York, do hereby
9	Exhibit 1 Bates No. 457254 to 33		9	certify:
10	457255, a two-page		10	That the witness whose examination is
11	document		11	hereinbefore set forth was duly sworn and
12	Exhibit 2 E-mail Bates stamped SHI 00168602		12	that such examination is a true record of
13			13	the testimony given by that witness.
14	Exhibit 3 E-mail Bates No. 166597 70		14	I further certify that I am not related
15	Exhibit 4 E-mail Bates No. 75623 114		15	to any of the parties to this action by
16	Exhibit 5 Two-page e-mail Bates 120		16	blood or by marriage and that I am in no way
17	No. 296071 to 296072		17	interested in the outcome of this matter.
18	Exhibit 6 E-mail Bates No. 124		18	IN WITNESS WHEREOF, I have hereunto set
19	169969		19	my hand this 25th day of April, 2023.
20	Exhibit 7 E-mail with Bates No. 138		20	
21	168671		21	
22	Exhibit 8 Email with Bates No. 161		22	
23	61145		23	
24	Exhibit 9 Photo	205	24	
25	Exhibit 10 16-page letter	207	25	
	Bates No. 106205			

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<p style="text-align: right;">Page 326</p> <p>1 NIGEL WILKINSON, ESQ. 2 Nigel.Wilkinson@jacksonlewis.com 3 May 5, 2023 4 RE: Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 5 4/25/2023, John Harlee (#5885139) 6 The above-referenced transcript is available for 7 review. 8 Within the applicable timeframe, the witness should 9 read the testimony to verify its accuracy. If there are 10 any changes, the witness should note those with the 11 reason, on the attached Errata Sheet. 12 The witness should sign the Acknowledgment of 13 Deponent and Errata and return to the deposing attorney. 14 Copies should be sent to all counsel, and to Veritext at 15 cs-ny@veritext.com 16 17 Return completed errata within 30 days from 18 receipt of testimony. 19 If the witness fails to do so within the time 20 allotted, the transcript may be used as if signed. 21 22 Yours, 23 Veritext Legal Solutions 24 25</p>	<p style="text-align: right;">Page 328</p> <p>1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 2 John Harlee (#5885139) 3 ACKNOWLEDGEMENT OF DEPONENT 4 I, John Harlee, do hereby declare that I 5 have read the foregoing transcript, I have made any 6 corrections, additions, or changes I deemed necessary as 7 noted above to be appended hereto, and that the same is 8 a true, correct and complete transcript of the testimony 9 given by me. 10 11 _____ 12 John Harlee Date 13 *If notary is required 14 SUBSCRIBED AND SWORN TO BEFORE ME THIS 15 ____ DAY OF _____, 20____. 16 17 _____ 18 _____ 19 NOTARY PUBLIC 20 21 22 23 24 25</p>
<p style="text-align: right;">Page 327</p> <p>1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 2 John Harlee (#5885139) 3 E R R A T A S H E E T 4 PAGE ____ LINE ____ CHANGE _____ 5 _____ 6 REASON _____ 7 PAGE ____ LINE ____ CHANGE _____ 8 _____ 9 REASON _____ 10 PAGE ____ LINE ____ CHANGE _____ 11 _____ 12 REASON _____ 13 PAGE ____ LINE ____ CHANGE _____ 14 _____ 15 REASON _____ 16 PAGE ____ LINE ____ CHANGE _____ 17 _____ 18 REASON _____ 19 PAGE ____ LINE ____ CHANGE _____ 20 _____ 21 REASON _____ 22 _____ 23 _____ 24 John Harlee Date 25</p>	

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1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.  
2 John Harllee (#5885139)

3 E R R A T A S H E E T

4 PAGE ALL LINE ALL CHANGE SALIDER SHOULD  
5 BE "SALITER"

6 REASON \_\_\_\_\_

7 PAGE 220 LINE 6 CHANGE SHOULD BE  
8 'BETERS' NOT VETTERS

9 REASON \_\_\_\_\_

10 PAGE 222 LINE 6 CHANGE ACTING NOT  
11 ACCELERATING

12 REASON \_\_\_\_\_

13 PAGE 238 LINE 15 CHANGE MEDLINE NOT  
14 METALINE

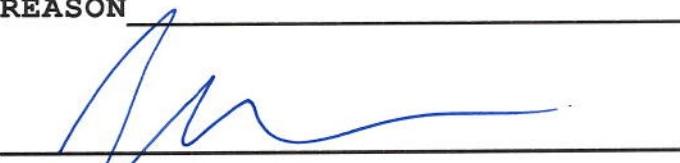
15 REASON \_\_\_\_\_

16 PAGE 258 LINE 15 CHANGE \_\_\_\_\_  
17

18 REASON NO IDEA WHAT 'BABY BREE' IS

19 PAGE 263 LINE 2 CHANGE SHOULD BE  
20 'SPUTTERED'

21 REASON \_\_\_\_\_

22  5/23/23  
23

24 John Harllee Date  
25

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1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.

2 John Harllee (#5885139)

3 E R R A T A S H E E T

4 PAGE 268 LINE 18 CHANGE FLOOR SHOULD BE  
'FOR E'

6 REASON \_\_\_\_\_

7 PAGE 276 LINE 8 CHANGE SHOULD BE  
'SPUTTERED'

9 REASON \_\_\_\_\_

10 PAGE 318 LINE 1F CHANGE SMART SHOULD  
BE HARD

12 REASON \_\_\_\_\_

13 PAGE 57 LINE 12 CHANGE ~~BEST~~ BEFORE  
'LEFT IN MAY' KATE SHOULD BE ADDED

15 REASON I MAY HAVE MISPOKEN

16 PAGE 29 LINE 4 CHANGE FEB SHOULD BE  
JAN

18 REASON MAY HAVE MISPOKEN

19 PAGE \_\_\_\_\_ LINE \_\_\_\_\_ CHANGE \_\_\_\_\_

20 \_\_\_\_\_

21 REASON \_\_\_\_\_

22 

23 5/23/23

24 John Harllee

Date

25

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**1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.**

2 John Harllee (#5885139)

**ACKNOWLEDGEMENT OF DEPONENT**

I, John Harllee, do hereby declare that I  
have read the foregoing transcript, I have made any  
corrections, additions, or changes I deemed necessary as  
noted above to be appended hereto, and that the same is  
a true, correct and complete transcript of the testimony  
given by me.

A blue line graph plotted against a horizontal axis. The signal starts at a low amplitude, exhibits several high-frequency oscillations, and then drops sharply to a lower level where it continues with lower-frequency oscillations.

John Harllee

5123/23

Date

\*If notary is required

SUBSCRIBED AND SWORN TO BEFORE ME THIS  
23<sup>rd</sup> DAY OF MAY, 2023.



**NOTARY PUBLIC**

